

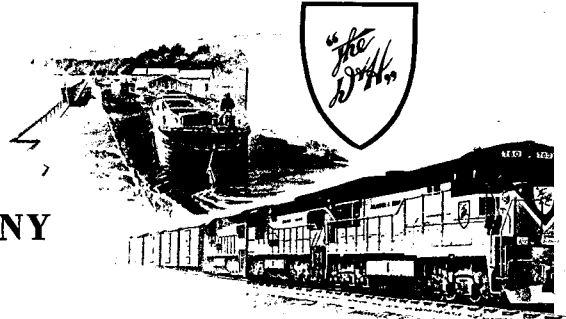
RECORDATION NO. 13909-1 Filed 1425

FEB 14 1983 12 00 PM

INTERSTATE COMMERCE COMMISSION

DELAWARE AND HUDSON RAILWAY COMPANY

ALBANY, NEW YORK 12207



Dependable Transportation Since 1823

No. FEB 14 1983

Date.....

Fee \$ 10.00

ICC Washington, D. C.

3-045 A061

February 4, 1983

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

Attention: Mildred Lee
Recordation Clerk

Dear Secretary:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an assignment of interest in lease, a secondary document dated as of December 30, 1982.

The primary document to which this is connected is recorded under Recordation No. 13909-A.

The names and addresses of the parties to this document are as follows:

Assignor: Delaware and Hudson Railway Company
40 Beaver Street
Albany, New York

Assignee: Citibank, N.A.
111 Wall Street
New York, New York

A description of the equipment covered by the document follows:

RECEIVED
FEB 14 11 53 AM '83
D.C. OPERATION BR.

Interstate Commerce Commission
Page 2
February 4, 1983

One hundred twenty-eight (128) 100 ton open top triple door hopper cars bearing the following road numbers of Delaware and Hudson Railway Company:

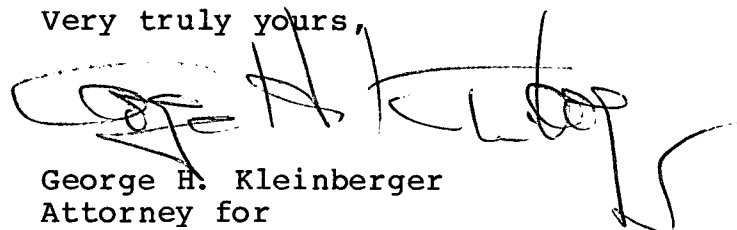
1000 - 1005
1007
1008
1010 - 1052
1054
1056 - 1075
1077
1078
1080 - 1089
1091 - 1124
1126 - 1135

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to George H. Kleinberger, Esq., Corporate Counsel, Delaware and Hudson Railway Company, 40 Beaver Street, Albany, New York 12207.

A short summary of the document to appear in the index follows:

Assignment of Interest in Lease from Delaware and Hudson Railway Company to Citibank, N.A. dated as of December 30, 1982 which assigns all Delaware and Hudson Railway Company's interest in a lease of 128 100 ton open top triple door hopper cars bearing D&H railroad numbers 1000 - 1005, 1007, 1008, 1010 - 1052, 1054, 1056 - 1075, 1077, 1078, 1080 - 1089, 1091 - 1124, 1126 - 1135 to Citibank, N.A.

Very truly yours,



George H. Kleinberger
Attorney for
Delaware and Hudson
Railway Company

RECORDATION NO. 13909-1
FILED 1428

FEB 14 1983 - 12 00 PM

INTERSTATE COMMERCE COMMISSION ASSIGNMENT OF INTEREST IN LEASE

AGREEMENT made as of the 30th day of December, 1982,
between

DELAWARE AND HUDSON RAILWAY COMPANY,
a Delaware corporation, with a prin-
cipal office at 40 Beaver Street,
Albany, New York,

ASSIGNOR

and

CITIBANK, N.A., a national banking
association, with an office at
111 Wall Street, New York, New York,

ASSIGNEE

WITNESSETH: That in consideration of the premises, by
the respective parties hereto, and of the mutual covenants,
promises, agreements, and conditions expressed herein, it is
mutually agreed as follows:

1. That in accordance with the provisions of Section
6.14 of the First and General Mortgage of The Delaware and
Hudson Railroad Corporation dated as of May 1, 1963, Citibank,
N.A. (formerly First National City Bank), Trustee, ASSIGNOR
hereby assigns to ASSIGNEE all of ASSIGNOR'S interest in a
certain lease of railroad Equipment dated as of December 23,
1982 between XTRA, Inc., Lessor, and Delaware and Hudson
Railway Company, Lessee. (Lease).

2. That the railroad Equipment covered by the Lease is described in Schedule A, attached hereto and made a part hereof.

3. That ASSIGNOR shall continue to remit to the Lessor of the Lease, any or all of the rental and other payments set forth in said Lease and shall perform all of the covenants and shall adhere to all of the conditions contained in said Lease to be performed or adhered to by the ASSIGNOR as Lessee thereof and nothing herein shall be deemed to release ASSIGNOR from any liability under said Lease.

4. That, in its sole discretion, ASSIGNEE shall have the right to remit to the Lessor of the Lease, above, any payments required by said Lease to be made by the Lessee thereunder or to perform any other obligations of the Lessee thereunder for the purpose of protecting ASSIGNEE'S rights under this agreement. ASSIGNOR shall fully and promptly reimburse ASSIGNEE for any payments made by ASSIGNEE to the Lessor of said Lease or for any costs or expenses incurred by ASSIGNEE in performing ASSIGNOR'S obligation in accordance with this Paragraph 4 immediately upon being presented by ASSIGNEE with a statement therefor.

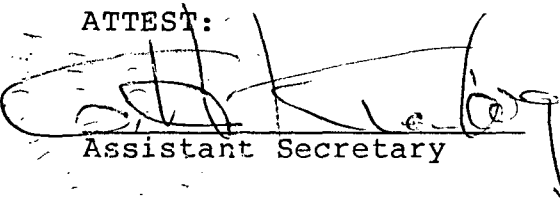
5. That nothing in this agreement shall in any way limit the right of ASSIGNOR (1) to use and operate the railroad Equipment described in Paragraph 2, above, in normal railroad

service, or (2) to permit such Equipment to go upon the property of other railroads in normal interchange service, pooling arrangements, or in transactions of a similar nature.

6. That upon the satisfaction of the First and General Mortgage of The Delaware and Hudson Railroad Corporation dated as of May 1, 1963, Citibank, N.A. (formerly First National City Bank), Trustee, ASSIGNEE shall reassign the Lease referred to in Paragraph 1, above, to United States Railway Association (USRA) and to The United States of America, acting through the Administrator of the Federal Railroad Administration (USA) or to such other person as may be designated by USRA and USA.

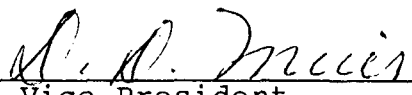
IN WITNESS WHEREOF, the parties hereto have caused their respective corporate seals to be hereunto affixed, duly attested, and this agreement to be signed by their respective proper officers the day and year first above written.

ATTEST:

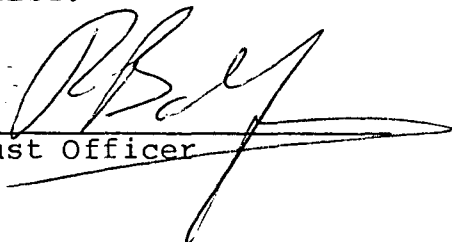

Assistant Secretary

DELAWARE AND HUDSON RAILWAY COMPANY

By


Vice President

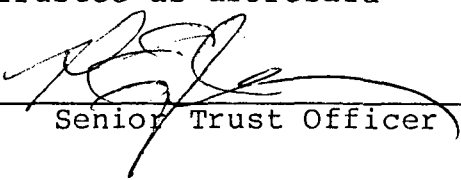
ATTEST:


Trust Officer

CITIBANK, N.A.

As Trustee as aforesaid

By


Senior Trust Officer

STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

On this 24th day of December,
before me personally came D.D. Muir, to me
known, who, being by me duly sworn did depose and say that he
resides at 18 Wilderness Lane, Valatie, N.Y.
that he is Vice President of Delaware and Hudson Railway
Company, the corporation described in and which executed the
foregoing instrument; that he knows the seal of said corpo-
ration; that the seal affixed to said instrument is such
corporate seal; that it was so affixed by order of the board of
directors of said corporation; and that he signed his name
thereto by like order.

King N. LeChapelle
Notary Public - State of New York
KING N. LECHAPPELLE
Notary Public, State of New York
Qualified in Albany County
No. 472-200
Commission Expires March 31, 1984 84

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On the 31ST day of DECEMBER, 1982, before me
personally came RALPH E. JOHNSON, to me known, who,
being by me duly sworn, did depose and say that he resides at
60 Gramercy Park North, New York, N.Y. that he is one of
the Senior Trust Officers of Citibank, N.A., the corporation
described in and which executed the foregoing instrument, as
Trustee; that he knows the seal of said corporation; that it was
so affixed by authority of the board of directors of said corpo-
ration, and that he signed his name thereto by like authority.

Enzo L. Carbone
ENZO L. CARBONE
Notary Public, State of New York
No. 43-660595
Qualified in Richmond County
Cert. filed in New York County
Term expires March 30, 1984

Notary Public - State of New York

SCHEDULE A

One hundred twenty-eight (128) 100 ton open top triple door
hopper cars bearing the following road numbers of Delaware and
Hudson Railway Company:

1000 - 1005

1007

1008

1010 - 1052

1054

1056 - 1075

1077

1078

1080 - 1089

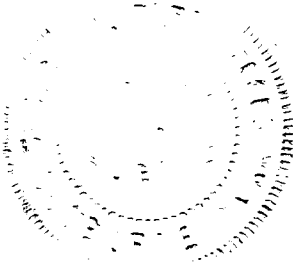
1091 - 1124

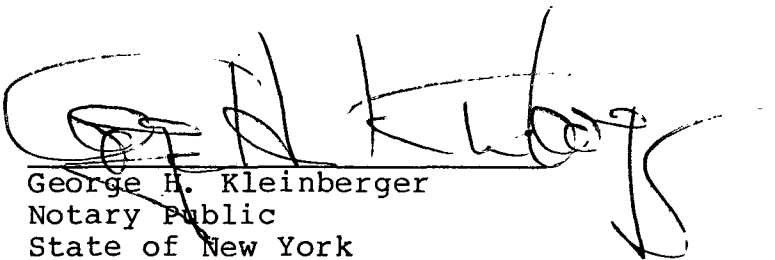
1126 - 1135

CERTIFICATION

I, GEORGE H. KLEINBERGER, do hereby state
that I am a Notary Public of the State of New York;
that I have compared the attached copy of document with
the original thereof, and that the attached copy of
document is a true and correct copy of the original in
all respects.

Dated: February 4, 1983




George H. Kleinberger
Notary Public
State of New York

GEORGE H. KLEINBERGER
Notary Public, State of New York
Qualified in Albany County
Reg. No. 2064350
Commission Expires 12/30/1984